

**Exhibit A**

**Proposed Disclosure Statement Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>

Debtors

Case No. 20-23280 (RDD)

Chapter 11

(Jointly Administered)

**ORDER GRANTING TH HOLDCO LLC'S MOTION TO APPROVE  
(I) THE ADEQUACY OF INFORMATION IN THE DISCLOSURE STATEMENT,  
(II) SOLICITATION AND NOTICE PROCEDURES,  
(III) FORMS OF BALLOTS, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

Upon the motion (the "Motion")<sup>2</sup> of TH Holdco LLC ("TH Holdco") as creditor for entry of an order under §§ 1125, 1126, and 502(c) of title 11 of the United States Code, §§ 101, *et seq.* (the "Bankruptcy Code")<sup>3</sup> and Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 3017-1, 3018-1, and 3020-1 of the United States Bankruptcy Court for the Southern District of New York (the "Local Rules") (I) approving the adequacy of a disclosure statement for TH Holdco's proposed Chapter 11 plan, (II) approving solicitation, notice, and voting procedures, (III) approving the forms of Ballots, and (IV) approving certain dates with respect thereto, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having authority to enter a final order consistent with Article III of the United States Constitution; and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of the Motion was due and sufficient and that no other or further notice need be provided; and upon any objections to the Motion and TH Holdco's reply in support of the Motion; and upon the record of the Disclosure Statement Hearing held before this Court on April 6, 2022; and after due deliberation and for the reasons stated by it at the Disclosure Statement Hearing the Court having determined that TH Holdco adequately addressed any questions and comments raised at the Disclosure Statement Hearing and made any changes to the proposed disclosure statement represented to have been agreed to; the Court would approve the [amended disclosure statement; and TH Holdco having subsequently filed its *Amended ] Disclosure Statement*, dated \_\_\_\_\_, 2022 [Docket No. \_\_\_\_] (as it may be updated, supplemented, amended and/or otherwise modified from time to time as permitted by the Bankruptcy Code and Bankruptcy Rules, the "Disclosure Statement") for the Holdco's *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

<sup>3</sup> Unless otherwise specifically stated, all references to "§" or "section" herein are to a section of the Bankruptcy Code

may be amended, supplemented, or modified from time to time, the “Plan”); and the Court having determined that the Disclosure Statement sufficiently addresses the questions and comments and, therefore, that the Disclosure Statement contains adequate information for purposes of § 1125 and that TH Holdco is entitled to seek acceptances and confirmation of the Plan as set forth in this Order; and this Court having found that the relief granted herein is in the best interests of the Debtors’ estate, its creditors, and other parties in interest, it is

**HEREBY FOUND AND DETERMINED THAT:**

1. ***Notice.*** The Disclosure Statement Hearing Notice filed at Docket No. \_\_\_ was served in accordance with the Motion and all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules on all known creditors and interest holders and constitutes due and proper notice of the Disclosure Statement Hearing, Objection Deadline, and the relief requested in the Motion, and it appears that no other or further notice need be provided.

2. ***Adequacy of Information in the Disclosure Statement.*** The Disclosure Statement contains “adequate information” under § 1125.

3. ***Solicitation and Voting Procedures.*** The proposed Solicitation and Voting Procedures for (i) soliciting, receiving, and tabulating votes to accept or reject the Plan; (ii) voting to accept or reject the Plan; and (iii) filing objections to the Plan, in the form annexed hereto as **Exhibit 1**, provide for a fair and equitable voting process and are consistent with § 1126 and Bankruptcy Rule 3018.

4. ***Ballots.*** The Ballots, in the form annexed hereto as **Group Exhibit 2**, are substantially consistent with Official Form No. 314, adequately address the particular needs of this case, and are appropriate for the holders of Claims in such Voting Classes.

5. Each holder of a Claim in Class 3 (TH Holdco Secured Claim), Class 4 (85 Flatbush RHO Hotel Other Secured Claims), Class 5 (85 Flatbush RHO Residential Other Secured Claims), Class 6 (85 Flatbush RHO Hotel General Unsecured Claims), Class 7 (85 Flatbush RHO Hotel Existing Equity Interests), Class 8 (85 Flatbush RHO Residential General Unsecured Claims), Class 9 (85 Flatbush RHO Residential Existing Equity Interests), Class 10 (85 Flatbush Mezz Other Priority Claims), Class 11 (85 Flatbush Mezz Claims), Class 12 (85 Flatbush Mezz Other Secured Claims), and Class 13 (85 Flatbush Mezz General Unsecured Claims) shall receive a Ballot and shall be entitled to vote on the Plan.

6. Ballots need not be provided to the holders of Claims in Class 1 (85 Flatbush RHO Hotel Other Priority Claims) or Class 2 (85 Flatbush RHO Residential Other Priority Claims), because the Plan provides that the Claims in such Classes are unimpaired under § 1124 and therefore such Class is conclusively presumed under § 1126 to accept the Plan.

7. Ballots need not be provided to holders of Interests in Class 14 (85 Flatbush Mezz Existing Equity Interests) because the Plan provides that the holders of Interests in such Class will not receive or retain any property under the Plan on account of such Interests, are impaired, and therefore deemed under § 1126 to reject the Plan.

8. ***Non-Voting Status Notices.*** Each holder of a Claim in a Non-Voting Class shall receive either an Unimpaired Non-Voting Status Notice, substantially in the form annexed hereto as **Exhibit 3**, or an Impaired Non-Voting Status Notice, substantially in the form annexed hereto as **Exhibit 4**, or Notice to Holders of Disputed Claims, substantially in the form annexed hereto as **Exhibit 5**.

9. For good cause shown, the proposed period during which TH Holdco may solicit acceptances of the Plan is reasonable and adequate for creditors to make an informed decision to accept or reject the Plan.

10. ***Solicitation Packages.*** The Solicitation Packages that will be sent to, among others, holders of Claims entitled to vote to accept or reject the Plan, comply with Bankruptcy Rules 3017(d) and 2002(b).

11. ***Cover Letter.*** The Cover Letter, substantially in the form annexed hereto as **Exhibit 6**, is reasonable and appropriate.

12. ***Confirmation Hearing Notice.*** The Confirmation Hearing Notice, substantially in the form annexed hereto as **Exhibit 7**, and the procedures set forth below for providing such notice to creditors and equity security holders constitute adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained, and the time fixed for filing objections thereto.

13. ***Plan Supplement Notice.*** The Plan Supplement Notice, substantially in the form annexed hereto as **Exhibit 8**, constitutes adequate and sufficient notice of such supplements to the Plan.

14. ***Assumption and Rejection Notices.*** The Assumption Notice and the Rejection Notice to be sent to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected, as appropriate, and pursuant to the Plan, substantially in the forms annexed hereto as **Exhibits 9 and 10**, respectively, constitute adequate and sufficient notice of the respective treatment under the Plan to each holder of an Executory Contract or Unexpired Lease.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. Except as addressed in the Disclosure Statement, all written or oral objections to the Motion are overruled.
3. ***Disclosure Statement.*** The Disclosure Statement is approved.
4. ***Confirmation Timeline.*** For good cause shown, the following dates and deadlines, subject to modification as necessary, are approved in connection with solicitation and confirmation of the Plan:

Event	Date	Description
Deadline to Object to Voting Claims	April 7, 2022	Date by which TH Holdco or the Debtors must file with the Court an objection or request for estimation to a Claim or Interest, for voting purposes only.
Voting Record Date	April 7, 2022	Date for determining (i) which holders of Claims in the Voting Classes are entitled to vote to accept or reject the Plan and receive Solicitation Packages in connection therewith and (ii) whether Claims have been properly assigned or transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of the respective Claim (the “ <u>Voting Record Date</u> ”).
Solicitation Deadline	April 11, 2022	Date by which TH Holdco must distribute Solicitation Packages, including Ballots, to holders of Claims entitled to vote to accept or reject the Plan (the “ <u>Solicitation Deadline</u> ”).
Publication Deadline	April 15, 2022	Date by which the TH Holdco will submit the Confirmation Hearing Notice in a format modified for publication (the “ <u>Publication Notice</u> ”).
Resolution Event Deadline	No later than 3 business days prior to the Voting Deadline	Date by which the holder of a Disputed Claim in the Voting Class must resolve (each, a “ <u>Resolution Event</u> ”) any pending objection or request for estimation to the claim or interest in order to be eligible to vote.
Plan Supplement Filing Deadline	No later than 15 days prior to the Confirmation Hearing	Deadline to file the compilation of documents and information, if any, required to be disclosed in accordance with § 1129(a)(5); provided that, through the Effective Date, the Debtors and TH Holdco shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.
Voting Deadline	May 11, 2022, at 4:00 p.m., prevailing Eastern Time	Deadline by which <b>all</b> Ballots must be Properly executed, completed, and delivered so that they are <b>actually received</b> (the “ <u>Voting Deadline</u> ”) by counsel to TH Holdco as balloting agent or such other balloting agent as the Court shall designate in the Order.
Plan Objection Deadline	May 11, 2022, at 4:00 p.m., prevailing Eastern Time	Deadline by which objections to the Plan must be filed with the Court and served so as to be <b>actually received</b> by the appropriate notice parties (the “ <u>Plan Objection Deadline</u> ”).

Deadline to File Voting Report	On or before May 13, 2022	Date by which the report tabulating the voting on the Plan (the “ <u>Voting Report</u> ”) shall be filed with the Court.
Deadline to File the Confirmation Brief and Plan Objection Reply	May 18, 2022, at 4:00 p.m., prevailing Eastern Time	Date by which TH Holdco shall file its brief in support of Confirmation (the “ <u>Confirmation Brief Deadline</u> ”), as well as the replies to objections to the Plan must be filed with the Court (the “ <u>Plan Objection Reply Deadline</u> ”).
Cure Obligation Objection Deadline	No later than 10 days after service of Assumption Notice	Date by which applicable counterparties to the Executory Contracts and Unexpired Leases must file an objection to assumption and/or the Cure Obligation proposed by TH Holdco or the Debtors (the “ <u>Cure Obligation Objection Deadline</u> ”).
Confirmation Hearing Date	May 23, 2022, at 10:00 a.m., prevailing Eastern Time, or the soonest date the Court is available thereafter	Date for the hearing at which the Court will consider Confirmation of the Plan (the “ <u>Confirmation Hearing Date</u> ”).
Auction Date	Promptly after the Confirmation Hearing	Date for the auction for the sale of the Hotel Property and/or Residential Property to be held in accordance with the Sale and Bid Procedures (the “ <u>Auction</u> ”).
Effective Date	Date by June, 2022 to be determined at the Confirmation Hearing	Date on which all conditions to the effectiveness of the Plan set forth in Section 10 of the Plan have been satisfied or waived in accordance with the terms of the Plan.
Rejection Damages Bar Date	14 days following the Effective Date or the effective date of rejection, whichever is earlier	Deadline for filing a claim for Rejection Damages
Administrative Expense Claims Bar Date	30 days following the Confirmation Date	Deadline for filing a claim for Administrative Expense
Professional Fee Claim Bar Date	30 days following the Effective Date	Deadline for filing a final application for any Professional Person seeking allowance of a Professional Fee Claim for allowance of compensation for services rendered and reimbursement of expenses incurred prior to the Effective Date and in connection with the preparation and prosecution of such final application
Claims Objection Bar Date	60 days following the Effective Date	Deadline for filing an objection to any Claim for all purposes (other than for voting purposes) unless otherwise ordered by the Court
Administrative Expense Claims Objection Bar Date	60 days following the Effective Date	Deadline for filing an objection to a claim for Administrative Expense
Professional Fee Claim Objection Bar Date	60 days following the Effective Date	Deadline for filing an objection to a Professional Fee Claim

5. ***Solicitation Packages.*** The Solicitation Packages shall contain (a) the Cover Letter describing the contents of the applicable Solicitation Package; (b) the Confirmation Hearing Notice; (c) the Disclosure Statement (and exhibits thereto, including the Plan) (d) this Order (without exhibits, except the Solicitation and Voting Procedures); (e) a copy of the Solicitation and Voting Procedures; (f) a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope; and (g) such other materials as the Court may direct to include in the Solicitation Packages.

6. TH Holdco is directed to distribute (or cause to be distributed) the Solicitation Packages, including the applicable Ballots, to (a) all persons and entities in the Voting Classes identified in the Schedules as holding liquidated, non-contingent, and undisputed Claims in an amount greater than zero dollars, excluding scheduled Claims that have been paid in full during these Chapter 11 Cases, superseded by filed Proofs of Claim or disallowed or expunged by an order of the Court (including this Order) before the Voting Record Date; (b) all persons and entities in the Voting Classes that timely filed Proofs of Claim that allege dollar amounts greater than zero to the extent their Claims have not been disallowed or expunged by an order of the Court (including this Order) before the Voting Record Date; and (c) transferees and assignees of any creditor described in clauses (a) or (b) above, but only to the extent that the relevant transfer or assignment has been properly noted on the Court's docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date. If a Claim has been temporarily disallowed for voting purposes pursuant to an order of the Court as of the Voting Record Date, the holder of such Claim shall not be entitled to receive a Solicitation Package.

7. Non-Voting Status Notices, substantially in the forms annexed hereto as **Exhibits 3, 4, and 5**, shall be distributed, as applicable, to (a) the holders, as of the Voting Record Date, of unimpaired Claims in Class 1 (85 Flatbush RHO Hotel Other Priority Claims) and Class 2 (85 Flatbush RHO Residential Other Priority Claims), which are conclusively presumed to accept the Plan; (b) the holders, as of the Voting Record Date, of Interests, as applicable, in Class 14 (85 Flatbush Mezz Existing Equity Interests), which are deemed to reject the Plan; and (c) the holders, as of the Voting Record Date of Disputed Claims, as applicable.

8. For addresses where a Disclosure Statement Hearing Notice was distributed and returned by the United States Postal Service as undeliverable, TH Holdco is excused from distributing Solicitation Packages, Ballots, Non-Voting Status Notices, or any similar materials to the entities listed at such addresses unless TH Holdco is provided with accurate addresses for such entities before the Solicitation Date.

9. TH Holdco need not re-mail Solicitation Packages or any other undeliverable solicitation-related materials that were returned as undeliverable by the United States Postal Service unless TH Holdco is provided with accurate addresses for the relevant persons or entities at least seven (7) calendar days prior to the Voting Deadline. TH Holdco shall advise the Debtors and the Office of the United States Trustee of any Solicitation Packages which are returned as undeliverable.

10. TH Holdco shall send, by first class mail, and shall distribute (a) the Solicitation Packages without the Ballots to (i) the Office of the United States Trustee, (ii) the Internal Revenue Service, and (iii) all parties that have requested service of papers in these Chapter 11 Cases

pursuant to Bankruptcy Rule 2002; and (b) Confirmation Hearing Notice only to (i) holders of Claims that have not been classified in the Plan pursuant to § 1123(a)(1) other than Administrative Claims, and (ii) all other parties included in the Debtors' creditor matrix or the Schedules that do not fall within any of the categories described above.

11. To be counted as a vote to accept or reject the Plan, each Ballot must be properly executed and completed and the original thereof delivered to TH Holdco (*only* through its counsel as indicated herein) so as to be actually received by TH Holdco (*only* through its counsel as indicated herein) no later than the Voting Deadline (i.e., 4:00 p.m. (prevailing Eastern Time) on May 11, 2022).

12. Conforming Ballots shall be accepted (a) if submitted electronically via email to [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com) or (b) if mailed to

Dentons US LLP - 85 Flatbush Balloting  
1221 Avenue of the Americas  
New York, NY 10020  
Attn: Sarah M. Schrag

and, in each case of sent so as to be actually received no later than the Voting Deadline. Ballots may not be submitted in any other manner. An executed Ballot shall be submitted by the entity submitting such Ballot. Each entity submitting a Ballot shall bear the risk of submission to TH Holdco's counsel. Ballots shall be deemed delivered only when TH Holdco, through its counsel, actually receives the properly executed Ballot via the specifically approved method of submission.

13. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of allowance or distribution, and without prejudice to the rights of TH Holdco or the Debtors in any other context, each holder of a Claim in the Voting Classes shall be entitled to vote the amount of such Claim as set forth in the Schedules (as they may be amended from time to time) unless such holder has timely filed a Proof of Claim, in which event such holder would be entitled to vote the amount of such Claim as set forth in such Proof of Claim; *provided that*:

- (i) if a Claim is deemed "allowed" pursuant to an agreement with the Debtors or an order of the Court, such Claim shall be allowed for voting purposes in the "allowed" amount set forth in such agreement or in the Court's order;
- (ii) if a Claim for which a Proof of Claim has been timely filed is wholly contingent or unliquidated or filed in unknown or undetermined amounts and (x) no objection to it has been filed by the Deadline to Object to Voting Claims and (y) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such Claim shall be temporarily allowed for voting purposes only and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the holder of such Claim shall be marked as voting at \$1.00;
- (iii) no Ballot should be sent to the Debtors, the Debtors' agents, the Debtors' financial or legal advisors or TH Holdco, TH Holdco's agents, TH Holdco's



financial or legal advisors (other than TH Holdco's counsel, as provided in paragraph 12 above) and, if so submitted, will not be counted;

- (iv) if the Debtors or TH Holdco have filed an objection to a Claim by the Deadline to Object to Voting Claims, the holder of such Claim shall be allowed to vote only up to the undisputed amount unless the holder timely obtains an order allowing such Claim in a greater amount, including as estimated for voting purposes;
- (v) if a Claim has been "disallowed" by agreement of the holder or order of the Court at any time before the Voting Deadline, such Claim shall be disallowed for voting purposes;
- (vi) if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim will be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only;
- (vii) if a Claim is listed in the Schedules as contingent, unliquidated, or disputed, or undetermined in amount or for \$0.00 and a Proof of Claim was not (x) filed by the applicable bar date established by the Court or (y) deemed timely filed by an order of the Court before the Voting Deadline, then, unless TH Holdco has consented in writing or the holder of such Claim obtains an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- (viii) Claims filed for \$0.00 are not entitled to vote unless on timely motion allowed, including as estimated for voting purposes;
- (ix) if a Claim is partially liquidated and partially unliquidated and (x) no objection to it has been filed by the Deadline to Object to Voting Claims and (y) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such Claim shall be allowed for voting purposes only in the liquidated amount;
- (x) if a Proof of Claim has been amended by a later-filed Proof of Claim, the later-filed amending claim will be entitled to vote to the extent consistent with the tabulation rules set forth in this paragraph, and the earlier-filed claim will not be entitled to vote;
- (xi) for purposes of the numerosity requirement of § 1126(c), separate Claims held by a single creditor in a particular Class (as reasonably determined by TH Holdco) shall be aggregated as if such creditor held one Claim in such Class, and the votes related to such Claims shall be treated as a single vote to accept or reject the Plan;

- (xii) neither TH Holdco nor any other entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification; and
- (xiii) a creditor with multiple Claims in a Voting Class must vote all such Claims within such Voting Class either to accept or reject the Plan and may not split its votes.

14. Without further order of the Court, except as otherwise set forth herein, the following Ballots (the “Defective Ballots”) shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (i) any Ballot that is properly completed and executed and timely returned to TH Holdco (through its counsel as indicated herein) but does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan;
- (ii) any Ballot received by TH Holdco (through its counsel as indicated herein) after the Voting Deadline, unless TH Holdco shall have granted in writing (including by email from TH Holdco’s counsel or other informal means) an extension of the Voting Deadline for such Ballot;
- (iii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (iv) any Ballot cast by a person or entity that does not hold a Claim in a Voting Class;
- (v) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed;
- (vi) any unsigned Ballot;
- (vii) any Ballot sent to any party other than TH Holdco (through its counsel as indicated herein);
- (viii) any Ballot cast for a Claim that has been disallowed (including for voting purposes or otherwise); and
- (ix) any Ballot cast in a currency other than U.S. Dollars.

15. A holder of a Claim entitled to vote that has timely delivered a valid Ballot may withdraw such Ballot without further order of the Court and in accordance with Bankruptcy Rule 3018(a).

16. Subject to any contrary order of the Court, TH Holdco may reject any and all Ballots the acceptance of which, in the opinion of TH Holdco, would not be in accordance with the provisions of this Order, the Bankruptcy Code, or the Bankruptcy Rules.

17. Subject to any contrary order of the Court, TH Holdco may, in its sole discretion and without notice, waive any defect in any Ballot at any time, whether before or after the Voting Deadline.

18. Neither TH Holdco nor any other person or entity will be under any duty to provide notification of defects or irregularities in any Defective Ballots, nor will any of them incur any liability for failure to provide such notification.

19. Consistent with the requirements of Local Rule 3018-1, TH Holdco shall file with the Court, on or before May 13, 2022, a certification of votes (the “Voting Report”). The Voting Report shall, among other things, certify to the Court in writing the amount and number of Allowed Claims in each Voting Class accepting or rejecting the Plan and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity, including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures, or lacking necessary information, received via facsimile or other electronic means not specified herein, or damaged, including, without limitation, any such Ballots that TH Holdco has nevertheless chosen to count (“Irregular Ballots”). The Voting Report shall indicate TH Holdco’s intentions with regard to each such Irregular Ballot. The Voting Report shall be served upon the Office of the United States Trustee, with a copy to the Court’s chambers. The Debtors, the Office of the United States Trustee or any other party in interest can inspect the ballots received upon request to TH Holdco’s counsel.

20. The Confirmation Hearing shall be held at **10:00 a.m. (prevailing Eastern Time) on May 23, 2022**, or as soon thereafter as the parties may be heard, subject to the availability of the Court.<sup>4</sup> The Confirmation Hearing may be continued from time to time by the Court or TH Holdco without further notice other than adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

21. The Confirmation Hearing Notice substantially in the form annexed hereto as **Exhibit 7** is approved. The Confirmation Hearing Notice shall be transmitted to all creditors and equity security holders.

22. Objections to confirmation of the Plan or proposed modifications to the Plan, if any, must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court’s chambers, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on May 11, 2022**. Objections to

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<sup>4</sup> Unless notice otherwise is given, the Confirmation Hearing will be held remotely by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court’s website or obtained from the White Plans Division’s Clerk’s Office.

confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

23. ***Plan Supplement Notice.*** The Plan Supplement Notice, substantially in the form annexed hereto as **Exhibit 8**, is approved.

24. ***Assumption and Rejection Notices.*** The Assumption Notice and the Rejection Notice to be sent to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected, as appropriate, and pursuant to the Plan, substantially in the forms annexed hereto as **Exhibits 9 and 10**, is approved. The Assumption Notice and the Rejection Notice shall be transmitted to all counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected, respectively.

25. TH Holdco is authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

26. TH Holdco is authorized to make non-substantive changes to the Disclosure Statement, the Plan, the Ballots, the Non-Voting Status Notices, the Confirmation Hearing Notice, and all exhibits to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes to any other materials in the Solicitation Package before distribution.

27. No other or further notice of the Motion or the entry of this Order shall be required.

28. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

White Plains, New York

Dated: April \_\_, 2022

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Solicitation and Voting Procedures**

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*Counsel to TH Holdco LLC*

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SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**SOLICITATION AND VOTING PROCEDURES**

On April \_\_, 2022, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered the *Order Granting TH Holdco LLC’s Motion to Approve (I) the Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots, and (IV) Certain Dates with Respect Thereto* [Docket No. \_\_] (the “Disclosure Statement Order”) that, among other things: (a) approved the adequacy of the

<sup>1</sup> The Debtors (as defined) in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

*Disclosure Statement* [Docket No. 152] (as amended and including all exhibits and supplements thereto, the “Disclosure Statement”) filed in support of the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as amended and including all exhibits thereto, the “Plan”)<sup>2</sup>; (b) authorized TH Holdco (the “TH Holdco”) to solicit acceptances or rejections of the Plan from holders of impaired Claims or Interests who are (or may be) entitled to receive distributions under the Plan; and (c) approving the form of Ballots and these Solicitation Procedures.

### **I. The Voting Record Date**

The Court has approved April 7, 2022 as the record date for purposes of determining which holders of Claims and Interests in the Voting Class are entitled to vote on the Plan (the “Voting Record Date”).

### **II. The Voting Deadline**

The Court has approved May 11, 2022 at 4:00 p.m. (prevailing Eastern Time) as the voting deadline (the “Voting Deadline”) for the Plan. TH Holdco may extend the Voting Deadline, in its discretion, without further order of the Court. To be counted as votes to accept or reject the Plan, all ballots sent to registered holders of Claims and Interests (“Ballots”) must be properly executed, completed, and delivered to TH Holdco’s attorney (a) electronically via email to [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com) or (b) by mail or courier to Dentons US LLP – 85 Flatbush Balloting, 1221 Avenue of the Americas, New York, NY 10020, Attn: Sarah M. Schrag, in each case so that they are actually received no later than the Voting Deadline. Delivery of a Ballot to TH Holdco other than as specified in this paragraph will not be valid.

### **III. Form, Content, and Manner of Notices**

#### **A. The Solicitation Package**

The following materials will constitute the solicitation package (the “Solicitation Package”):

- (a) the Solicitation and Voting Procedures;
- (b) the Cover Letter;
- (c) the Confirmation Hearing Notice;
- (d) the Disclosure Statement (and exhibits thereto, including the Plan);
- (e) the Disclosure Statement Order (without exhibits);
- (f) a Ballot together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope; and

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Plan.

- (g) such other materials as the Court may direct to include in the Solicitation Package.

**B. Distribution of the Solicitation Package**

The Solicitation Package will provide the Disclosure Statement, the Plan, the Solicitation and Voting Procedures, the Ballot, and all other contents of the Solicitation Package in paper format. Any holder of a Claim or Interest may obtain at no charge a copy of the documents otherwise provided by calling TH Holdco's attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). TH Holdco will serve, or cause to be served, all of the materials in the Solicitation Package except the Ballots on: to (i) the Office of the United States Trustee, (ii) the Internal Revenue Service, and (iii) all parties that have requested service of papers in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

**C. Resolution of Disputed Claims for Voting Purposes**

If a Claim in the Voting Class is subject to an objection that is filed with the Court by April 7, 2022 (the "Deadline to Object to Voting Claims"), if the Claim was filed by the Bar Date, then the holder of such Claim will be entitled to vote to accept or reject the Plan on account of such Claim only up to the undisputed amount, unless: (a) an order of the Court is entered allowing such Claim pursuant to § 502(b) of title 11 of the United States Code, §§ 101 *et seq.* (the "Bankruptcy Code"), after notice and a hearing; (b) an order of the Court is entered temporarily allowing such Claim for *voting purposes only* pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (c) a stipulation or other agreement is executed between the holder of such Claim and TH Holdco temporarily allowing such Claim in an agreed upon amount; or (d) the pending objection is voluntarily withdrawn by the objecting party no later than two (2) days following the occurrence of an event resolving a Disputed Claim, TH Holdco will cause its attorneys to distribute electronically via email, hand delivery, or overnight courier service a Solicitation Package to the relevant holder. Each holder of a Disputed Claim will receive a Notice to Holders of Disputed Claims, substantially in the form annexed to the Disclosure Statement Order as Exhibit 5.

**D. Distribution of Materials to Holders of Unclassified Claim and Claims and Interests in Non-Voting Classes**

Certain holders of Claims that are not classified in accordance with § 1123(a)(1) of the Bankruptcy Code, who are not entitled to vote because the Claims are not Impaired or are otherwise presumed to accept the Plan under § 1126(f) of the Bankruptcy Code, or who are not entitled to vote because the Claims and Interests are Impaired and presumed to reject the Plan under § 1126(g) of the Bankruptcy Code will receive an Unimpaired Non-Voting Status Notice or an Impaired Non-Voting Status Notice, substantially in the form annexed as Exhibits 3 and 4 to the Disclosure Statement Order.



#### **IV. Voting and Tabulation Procedures**

##### **A. Holders of Claims and Interests Entitled to Vote**

Only the following holders of Claims and Interests in the Voting Class (the “Voting Classes”) will be entitled to vote on the Plan with regard to such Claims and Interests:

(a) all persons and entities identified in the Debtors’ schedules of liabilities filed pursuant to § 521 of the Bankruptcy Code and Bankruptcy Rule 1007 (as modified before the Voting Record Date (as defined herein), the “Schedules”) as holding liquidated, non-contingent, and undisputed Claims in the Voting Classes in an amount greater than zero dollars, excluding scheduled Claims that have been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Bankruptcy Court, superseded by filed Proofs of Claim or disallowed or expunged by an order of the Court (including the Disclosure Statement Order) before the Voting Record Date;

(b) 85 Flatbush RHO Mezz as the holder of the Interests in 85 Flatbush RHO Hotel and 85 Flatbush RHO Residential;

(c) all persons and entities in the Voting Classes that timely filed Proofs of Claim that allege dollar amounts greater than zero to the extent their Claims have not been disallowed or expunged by an order of the Court (including the Disclosure Statement Order) before the Voting Record Date; and

(d) transferees and assignees of any creditor described in clauses (a) or (b) above, but only to the extent that the relevant transfer or assignment has been properly noted on the Court’s docket and is effective pursuant to Bankruptcy Rule 3001(e) as of the close of business on the Voting Record Date. If a Claim has been temporarily disallowed for voting purposes pursuant to an order of the Court as of the Voting Record Date, the holder of such Claim shall not be entitled to receive a Solicitation Package.

##### **B. General Voting and Ballot Tabulation Procedures**

Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance or distribution, and without prejudice to the rights of TH Holdco in any other context, each holder of a Claim or Interest in the Voting Classes shall be entitled to vote the amount of such Claim or Interest as set forth in the Schedules (as they may be amended from time to time) unless such holder has timely filed a Proof of Claim, in which event such holder would be entitled to vote the amount of such Claim or Interest as set forth in such Proof of Claim, *provided* that:

(a) except as otherwise provided herein, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline (as the same may be extended by TH Holdco), TH Holdco will reject such Ballot as invalid and, therefore, will not count it in connection with confirmation of the Plan;

(b) TH Holdco will date-stamp all Ballots when received and will retain the original Ballots and an electronic copy of the same for a period of one (1) year after the Effective Date of the Plan, unless otherwise ordered by the Court;

(c) consistent with the requirements of Local Bankruptcy Rule 3018-1, TH Holdco will file with the Court, on or before May 13, 2022, a certification of votes (the “Voting Report”). The Voting Report will, among other things, certify to the Court in writing the amount and number of Allowed Claims in each Voting Class accepting or rejecting the Plan, and delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or other electronic means not specified herein, or damaged (“Irregular Ballots”). The Voting Report will indicate TH Holdco’s intentions with regard to each such Irregular Ballot. The Voting Report will be served upon the Office of the United States Trustee and the Debtors’ counsel with a copy to the Court’s chambers;

(d) the method of delivery of Ballots to TH Holdco is at the risk of each holder, and except as otherwise provided, a Ballot will be deemed delivered only when TH Holdco (through its counsel as indicated herein) actually receives the executed Ballot in accordance with paragraph (e) below;

(e) an executed and completed Ballot is required to be submitted by the entity submitting such Ballot. Subject to the other procedures and requirements herein, completed, executed Ballots may be submitted by (a) email to [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com) or (b) mail or courier to Dentons US LLP – 85 Flatbush Balloting, 1221 Avenue of the Americas, New York, NY 10020, Attn: Sarah Schrag, in each case so that they are actually received no later than the Voting Deadline. Ballots submitted in a manner other than as specified in this paragraph will not be accepted;

(f) no Ballot should be sent to the Debtors, the Debtors’ agents, or the Debtors’ financial or legal advisors or to TH Holdco, TH Holdco’s agents, or TH Holdco’s financial or legal advisors (other than TH Holdco’s counsel at the addresses provided above), and if so submitted will not be counted;

(g) if the Debtors or TH Holdco have filed an objection by April 7, 2022 to a timely filed Claim (see deadline set forth in the Bar Date Order [Docket No. 58]), the holder of such Claim shall be allowed to vote only up to the undisputed amount and not disallowed for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection or as otherwise ordered by the Bankruptcy Court;

(h) if a Claim has been “disallowed” by agreement of the holder or order of the Court at any time before the Voting Deadline, such Claim shall be disallowed for voting purposes;

(i) if a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim will be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only;

(j) if a Claim is listed in the Schedules as contingent, unliquidated, or disputed, or undetermined in amount or for \$0.00, and a Proof of Claim was not (i) filed by the applicable bar date established by the Court, or (ii) deemed timely filed by an order of the Court before the Voting Deadline, then, unless TH Holdco has consented in writing or the holder of such Claim obtains an

order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

(k) Claims filed for \$0.00 are not entitled to vote;

(l) if a Claim is partially liquidated and partially unliquidated and (x) no objection to it has been filed by the Deadline to Object to Voting Claims and (y) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such Claim shall be allowed for voting purposes only in the liquidated amount;

(m) if a Claim for which a Proof of Claim has been timely filed is wholly contingent or unliquidated or filed in unknown or undetermined amounts and (x) no objection to it has been filed by the Deadline to Object to Voting Claims and (y) no order pursuant to Bankruptcy Rule 3018(a) temporarily allowing it for voting purposes in an amount greater than \$1.00 has been entered by the Court, in each case before the Voting Deadline, such Claim shall be temporarily allowed for voting purposes only and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the holder of such Claim shall be marked as voting at \$1.00;

(n) if a Proof of Claim has been amended by a later-filed Proof of Claim, the later-filed amending claim will be entitled to vote to the extent consistent with the tabulation rules set forth the Disclosure Statement Order, and the earlier filed claim will not be entitled to vote;

(o) for purposes of the numerosity requirement of § 1126(c) of the Bankruptcy Code, separate Claims or Interests held by a single creditor in a particular Class (as reasonably determined by TH Holdco) shall be aggregated as if such creditor held one Claim or Interest in such Class, and the votes related to such Claims or Interests shall be treated as a single vote to accept or reject the Plan;

(p) neither TH Holdco nor any other entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

(q) a creditor with multiple Claims or Interests in a Voting Class must vote all such Claims or Interests within such Voting Class either to accept or reject the Plan and may not split its votes;

(r) the following Ballots will not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is properly completed and executed and timely returned to TH Holdco (through its counsel as indicated herein), but does not indicate an acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan; (ii) any Ballot received by TH Holdco (through its counsel as indicated herein) after the Voting Deadline, unless TH Holdco shall have granted in writing (including by email from TH Holdco's counsel or other informal means) an extension of the Voting Deadline for such Ballot; (iii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (iv) any Ballot cast by a person or entity that does not hold a Claim or Interest in a Voting Class; (v) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of

Claim was timely filed; (vi) any unsigned Ballot, including any Ballot transmitted to TH Holdco (through its counsel as indicated herein) by facsimile or other electronic means not specified herein; (vii) any Ballot sent to any party other than TH Holdco (through its counsel as indicated herein); (viii) any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise); and (ix) any Ballot cast in a currency other than U.S. Dollars; provided that, subject to contrary Bankruptcy Court order, TH Holdco may waive any requirements set forth in clauses (i) through (ix).

**C. Amendments to the Plan and Solicitation Procedures**

TH Holdco reserves the right to make non-substantive or immaterial changes to the Disclosure Statement, the Plan, the Ballots, the Non-Voting Status Notices, the Confirmation Hearing Notice, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes to any other materials in the Solicitation Package.

**Exhibit 2A**

**Class 3 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 3 - TH HOLDCO SECURED CLAIM**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 3 (TH Holdco Secured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 3 (TH HOLDCO SECURED CLAIMS) EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 3 (TH Holdco Secured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 3 (TH Holdco Secured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept** the Plan                      OR                      ☐ **Reject** the Plan

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable,**



contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 3 (TH Holdco Secured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 3 (TH Holdco Secured Claims) identified in Item 1, (c) the holder was the holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2B**

**Class 4 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 4 - 85 FLATBUSH RHO HOTEL OTHER SECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 4 (85 Flatbush RHO Hotel Other Secured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)<sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 4 (85 FLATBUSH RHO HOTEL OTHER SECURED CLAIMS) EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 4 (85 Flatbush RHO Hotel Other Secured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 4 (85 Flatbush RHO Hotel Other Secured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Amount of Class 4 (85 Flatbush RHO Hotel Other Secured Claims) Voted**

☐ **Accept the Plan**

OR

☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable,**

contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 4 (85 Flatbush RHO Hotel Other Secured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 4 (85 Flatbush RHO Hotel Other Secured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 4 (85 Flatbush RHO Hotel Other Secured Claims) identified in Item 1, (c) the holder was the holder of the Class 4 (85 Flatbush RHO Hotel Other Secured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.



**Exhibit 2C**

**Class 5 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 5 - 85 FLATBUSH RHO RESIDENTIAL OTHER SECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 5 (85 Flatbush RHO Residential Other Secured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 5 (85 FLATBUSH RHO RESIDENTIAL OTHER SECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 5 (85 Flatbush RHO Residential Other Secured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 5 (85 Flatbush RHO Residential Other Secured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 5 (85 Flatbush RHO Residential Other Secured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan**    **OR**    ☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor**

and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 5 (85 Flatbush RHO Residential Other Secured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 5 (85 Flatbush RHO Residential Other Secured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 5 (85 Flatbush RHO Residential Other Secured Claims) identified in Item 1, (c) the holder was the holder of the Class 5 (85 Flatbush RHO Residential Other Secured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_

(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2D**

**Class 6 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 6 - 85 FLATBUSH RHO HOTEL GENERAL UNSECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).



**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 6 (85 Flatbush RHO Hotel General Unsecured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 6 (85 FLATBUSH RHO HOTEL GENERAL UNSECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan**    **OR**    ☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor**

and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1, (c) the holder was the holder of the Class 6 (85 Flatbush RHO Hotel General Unsecured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_

(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2E**

**Class 7 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 7 - 85 FLATBUSH RHO HOTEL EXISTING EQUITY INTERESTS**

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<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Interest or Interests under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Interests in Class 7 (85 Flatbush RHO Hotel Existing Equity Interests), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 7 (85 FLATBUSH RHO HOTEL EXISTING EQUITY INTERESTS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned owns \_\_\_\_\_ units (100%) of membership interests in the applicable limited liability entity for Class 7 (85 Flatbush RHO Hotel Existing Equity Interests).

Item 2. **Vote.** The holder of the Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ Accept the Plan    **OR**    ☐ Reject the Plan

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured,**



unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) identified in Item 1, (c) the holder was the holder of the Class 7 (85 Flatbush RHO Hotel Existing Equity Interests) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.**

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2F**

**Class 8 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 8 - 85 FLATBUSH RHO RESIDENTIAL GENERAL UNSECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 8 (85 Flatbush RHO Residential General Unsecured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 8 (85 FLATBUSH RHO RESIDENTIAL GENERAL UNSECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 8 (85 Flatbush RHO Residential General Unsecured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 8 (85 Flatbush RHO Residential General Unsecured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 8 (85 Flatbush RHO Residential General Unsecured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan**    **OR**    ☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor**

and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 8 (85 Flatbush RHO Residential General Unsecured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 8 (85 Flatbush RHO Residential General Unsecured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 8 (85 Flatbush RHO Residential General Unsecured Claims) identified in Item 1, (c) the holder was the holder of the Class 8 (85 Flatbush RHO Residential General Unsecured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

**YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.**

Name of Creditor:

\_\_\_\_\_

(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.



**Exhibit 2G**

**Class 9 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 9 - 85 FLATBUSH RHO RESIDENTIAL EXISTING EQUITY INTERESTS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Interest or Interests under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Interests in Class 9 (85 Flatbush RHO Residential Existing Equity Interests), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 9 (85 FLATBUSH RHO RESIDENTIAL EXISTING EQUITY INTERESTS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 9 (85 Flatbush RHO Residential Existing Equity Interests) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned owns \_\_\_\_\_ units (100%) of membership interests in the applicable limited liability entity for Class 9 (85 Flatbush RHO Residential Existing Equity Interests).

Item 2. **Vote.** The holder of the Class 9 (85 Flatbush RHO Residential Existing Equity Interests) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ Accept the Plan    **OR**    ☐ Reject the Plan

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured,**

unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 9 (85 Flatbush RHO Residential Existing Equity Interests) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 9 (85 Flatbush RHO Residential Existing Equity Interests) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 9 (85 Flatbush RHO Residential Existing Equity Interests) identified in Item 1, (c) the holder was the holder of the Class 9 (85 Flatbush RHO Residential Existing Equity Interests) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2H**

**Class 10 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 10 - 85 FLATBUSH MEZZ OTHER PRIORITY CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).



**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 10 (85 Flatbush Mezz Other Priority Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 10 (85 FLATBUSH MEZZ OTHER PRIORITY CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 10 (85 Flatbush Mezz Other Priority Claims) Voted.**  
The undersigned certifies that, as of April 7, 2022, the undersigned held Class 10 (85 Flatbush Mezz Other Priority Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 10 (85 Flatbush Mezz Other Priority Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ Accept the Plan    **OR**    ☐ Reject the Plan

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable,**

contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 10 (85 Flatbush Mezz Other Priority Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 10 (85 Flatbush Mezz Other Priority Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 10 (85 Flatbush Mezz Other Priority Claims) identified in Item 1, (c) the holder was the holder of the Class 10 (85 Flatbush Mezz Other Priority Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2I**

**Class 11 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 11 - 85 FLATBUSH MEZZ CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 11 (85 Flatbush Mezz Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)<sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 11 (85 FLATBUSH MEZZ CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 11 (85 Flatbush Mezz Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 11 (85 Flatbush Mezz Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan**    **OR**    ☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured,**



unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (c) the holder was the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 2J**

**Class 12 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 12 - 85 FLATBUSH MEZZ OTHER SECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 12 (85 Flatbush Mezz Other Secured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 12 (85 FLATBUSH MEZZ OTHER SECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 12 (85 Flatbush Mezz Other Secured Claims) Voted.**  
The undersigned certifies that, as of April 7, 2022, the undersigned held Class 12 (85 Flatbush Mezz Other Secured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 12 (85 Flatbush Mezz Other Secured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ Accept the Plan    OR    ☐ Reject the Plan

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable,**

contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 12 (85 Flatbush Mezz Other Secured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 12 (85 Flatbush Mezz Other Secured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 12 (85 Flatbush Mezz Other Secured Claims) identified in Item 1, (c) the holder was the holder of the Class 12 (85 Flatbush Mezz Other Secured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_

(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.



**Exhibit 2K**

**Class 13 Form Ballot**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
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Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT TH HOLDCO'S  
CHAPTER 11 PLAN**

**BALLOT FOR VOTING  
CLASS 13 - 85 FLATBUSH MEZZ GENERAL UNSECURED CLAIMS**

<sup>1</sup> The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

**You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.**

**VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022.**

**If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

If you were, as of April 7, 2022, the holder of one or more Claims in Class 13 (85 Flatbush Mezz General Unsecured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”) <sup>3</sup> provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

### **HOW TO VOTE**

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 13 (85 FLATBUSH MEZZ GENERAL UNSECURED CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **MAY 11, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM) or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25<sup>th</sup> Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 13 (85 Flatbush Mezz General Unsecured Claims) Voted.** The undersigned certifies that, as of April 7, 2022, the undersigned held Class 13 (85 Flatbush Mezz General Unsecured Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$

Item 2. **Vote.** The holder of the Class 13 (85 Flatbush Mezz General Unsecured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ **Accept the Plan**    **OR**    ☐ **Reject the Plan**

**Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor**

and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

**IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:**

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 13 (85 Flatbush Mezz General Unsecured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 13 (85 Flatbush Mezz General Unsecured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 13 (85 Flatbush Mezz General Unsecured Claims) identified in Item 1, (c) the holder was the holder of the Class 13 (85 Flatbush Mezz General Unsecured Claims) identified in Item 1 as of April 7, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT  
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL  
BE ALLOWED.

Name of Creditor:

\_\_\_\_\_

(Print or Type)

Social Security or Federal Tax ID No.: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

**YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON MAY 11, 2022, OR YOUR VOTE WILL NOT BE COUNTED.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL [85FLATBUSHRHOBALLOTS@DENTONS.COM](mailto:85FLATBUSHRHOBALLOTS@DENTONS.COM). PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

**Exhibit 3**

**Unimpaired Non-Voting Status Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
E-mail: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
233 S. Wacker Drive  
Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS FOR UNIMPAIRED CLASSES  
AND INTERESTS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush*

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).



*RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTOR IS/ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO § 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, §§ 101 *ET SEQ.* (THE “BANKRUPTCY CODE”), YOU ARE (1) CONCLUSIVELY PRESUMED TO HAVE ACCEPTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.**

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on May 11, 2022, at 10:00 a.m., prevailing Eastern Time before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.**<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

**PLEASE TAKE FURTHER NOTICE THAT** the Plan may be modified, if necessary, pursuant to § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

**PLEASE TAKE FURTHER NOTICE THAT** not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Subject to further notice, the Confirmation Hearing will be held remotely, by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court’s website or by contacting the White Plains Division’s Clerks Office.

TH Holdco shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com);[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com);[robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco’s counsel.**

.Dated: April \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
\_\_\_\_\_  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit 4**

**Impaired Non-Voting Status Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
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Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
E-mail: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
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Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS FOR IMPAIRED  
CLASSES AND INTERESTS DEEMED TO REJECT THE PLAN**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush*

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

*RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR CLAIM(S) AGAINST, OR INTEREST(S) IN, THE DEBTORS AND, THEREFORE, PURSUANT TO § 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, §§ 101 *ET SEQ.* (THE “BANKRUPTCY CODE”), YOU ARE (1) DEEMED TO HAVE REJECTED THE PLAN AND (2) NOT ENTITLED TO VOTE ON THE PLAN. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.**

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on May 11, 2022, at 10:00 a.m., prevailing Eastern Time before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.**<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

**PLEASE TAKE FURTHER NOTICE THAT** the Plan may be modified, if necessary, pursuant to § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

**PLEASE TAKE FURTHER NOTICE THAT** not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Subject to further notice, the Confirmation Hearing will be held remotely, by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court’s website or by contacting the White Plains Division’s Clerks Office.

TH Holdco shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com);[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com);[robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco’s counsel.**

Dated: April \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
\_\_\_\_\_  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit 5**

**Notice to Holders of Disputed Claims**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
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E-mail: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
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*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF NON-VOTING STATUS FOR HOLDERS OF DISPUTED CLAIMS**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended,

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).



supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this Notice because you are the holder of a Claim that is subject to a pending objection by TH Holdco or the Debtors. **You are not entitled to vote any disputed portion of your Claim on the Plan unless one or more of the following events have taken place before a date that is three (3) business days before the Voting Deadline** (each, a “Resolution Event”):

1. an order of the Court is entered allowing such Claim pursuant to § 502(b) of the Bankruptcy Code, after notice and a hearing;
2. an order of the Court is entered temporarily allowing such Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing;
3. a stipulation or other agreement is executed between the holder of such Claim and TH Holdco temporarily allowing the holder of such Claim to vote its Claim in an agreed upon amount; or
4. the pending objection to such Claim is voluntarily withdrawn by the objecting party.

**PLEASE TAKE FURTHER NOTICE THAT** if a Resolution Event occurs, then no later than two (2) business days thereafter, TH Holdco’s counsel shall distribute a ballot, and a pre-addressed, postage pre-paid envelope to you, which must be returned to TH Holdco’s counsel no later than the Voting Deadline, which is on **May 11, 2022, at 4:00 p.m., prevailing Eastern Time.**

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on **May 11, 2022, at 10:00 a.m., prevailing Eastern Time** before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court's docket.

**PLEASE TAKE FURTHER NOTICE THAT** the Plan may be modified, if necessary, pursuant to § 1127 before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

**PLEASE TAKE FURTHER NOTICE THAT** not later than fifteen (15) days prior to the Confirmation Hearing Date (the "Plan Supplemental Filing Deadline"), TH Holdco will file the compilation of documents and information (the "Plan Supplement"), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan, TH Holdco shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the "Plan Objection Deadline"). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party's Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com);[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com);[robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

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<sup>3</sup> Subject to further notice, the Confirmation Hearing will be held remotely, by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court's website or by contacting the White Plains Division's Clerks Office.

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.**

Dated: April \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit 6**

**Cover Letter**

**TH HOLDCO LLC**

April 11, 2022

**Via First Class Mail**

Re: *In re 85 Flatbush RHO Mezz LLC, et al.*,<sup>1</sup> Chapter 11 Case No. 20-23280 (RDD) (Bankr. S.D.N.Y.) (jointly administered)

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

On December 18, 2020 (“Petition Date”), the Debtors filed separate voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). Together with their petitions for relief, the Debtors have filed their schedules of assets and liabilities and lists of creditors and executory contracts required under § 521 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)<sup>2</sup> and Bankruptcy Rule 1007. No committee, trustee, or examiner has been appointed in the Debtors’ cases. The Debtors’ cases are jointly administered for procedural purposes only under an order entered on December 28, 2020. [Docket No. 20].

On September 21, 2021, the Court entered an *Order Extending Exclusive Right to File a Plan of Reorganization and to Solicit Acceptances for the Debtors’ Plan and For Related Relief* [Docket No. 125] (the “Exclusivity Order”). On November 24, 2021, the Debtors filed their *Plan of Reorganization of 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 142] (the “Debtors’ Plan”); however, to date, they have not filed a Disclosure Statement or otherwise solicited acceptance of the Debtors’ Plan or sought other relief with respect to the Debtors’ Plan or any extension of the exclusive period to solicit ballots with respect to the Debtors’ Plan. The Exclusivity Order provided that the Disclosure Statement was to be filed by January 24, 2022 and therefore, the Debtors’ exclusivity periods have now expired.

By the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the Court approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) as creditor and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel*

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<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

<sup>2</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

*LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>3</sup>

TH Holdco asserts that its Plan is better than the Debtors’ Plan because in TH Holdco’s view:

1. If TH Holdco’s Plan is confirmed and its credit bid for the Hotel Property and Residential Property closes, TH Holdco will fund an additional \$200,000 cash (the “TH Holdco Unsecured Claim Dedicated Fund”) that will be dedicated to pay the Allowed General Unsecured Creditors of 85 Flatbush RHO Hotel and 85 Flatbush RHO Residential a pro rata recovery, based on the total amount of Allowed General Unsecured Claims in Classes 6 and 8, in addition to any additional Plan Funding available to make a distribution to them. Further TH Holdco may hold a substantial deficiency claim but is prepared to contribute its distribution on any such deficiency claim from the TH Holdco Unsecured Claim Dedicated Fund if it acquires the Hotel Property and/or Residential Property via the TH Holdco Credit Bid, which would increase the percentage recovery for other General Unsecured Creditors in the 85 Flatbush RHO Hotel and 85 Flatbush RHO Residential Estates. This Fund shall be available only if TH Holdco closes the Sale Transaction as the successful acquirer of either the Hotel Property and the Residential Property or both Properties, unless otherwise agreed by TH Holdco in its sole discretion. TH Holdco asserts that is unlikely there will be any funds for distribution to those Allowed General Unsecured Creditors under the Debtors’ Plan based on expected results of the Auction and the amount of TH Holdco’s secured claim.

2. Chapter 11 Administrative Expenses and Priority Claims to the extent ultimately Allowed need to be paid in order to meet the standards to confirm a Chapter 11 plan. TH Holdco’s Plan provides additional cash consideration in addition to the TH Holdco Credit Bid in order to pay those expenses. TH Holdco asserts it is unclear whether there will be sufficient unencumbered cash on hand under the Debtors’ Plan to pay Chapter 11 Administrative Expenses and Priority Claims. TH Holdco has not agreed to any funding or carve out from its lien on the Hotel Property and Residential Property or cash proceeds of its collateral to pay those Chapter 11 Administrative Expense or Priority Claims under the Debtors’ Plan. Therefore, TH Holdco asserts that the Debtors’ Plan may not be feasible or meet other Chapter 11 confirmation standards.

3. As shown in the Redline Comparison of the Plans, the Debtors’ Plan contains certain provisions which TH Holdco asserts may not be confirmable. For instance, the Debtors’ Plan is characterized as a plan of reorganization for the Debtors and provides for a discharge of the Debtors, while TH Holdco asserts that both plans are in fact sale plans followed by a liquidation/dissolution of the Debtors, and therefore, the Debtors do not meet the standards to obtain a discharge. [See Section 11.5 in the Redline Comparison of the Plans]. Likewise, the

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<sup>3</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

Debtors' Plan provides for releases; whereas, the TH Holdco Plan intentionally omits that provision. [See Section 11.9 in the Redline Comparison of the Plans].

4. TH Holdco asserts that claims processing in the 85 Flatbush RHO Hotel and 85 Flatbush RHO Residential cases will be completed under its Plan on or about the Effective Date of the Plan, allowing for quicker distributions to creditors under its Plan rather than the Debtors' Plan, which allows a much longer period for claims objections and claims processing and for related distribution holdbacks.

5. TH Holdco asserts that there are no identified Avoidance Actions and Causes of Action here and therefore, there is no reason for ongoing Debtor entities or alternatively, any liquidating trust after the Effective Date of a Chapter 11 plan. Therefore, TH Holdco asserts its Plan will not require material funding for post-Effective Date administration and that the Chapter 11 Cases can be quickly closed. The Plan contemplates that the Debtors shall be dissolved promptly after the Effective Date, with the Disbursing Agent to hold any funds for any Disputed Claims or other winddown expenses not yet paid or pre-paid. In contrast, the Debtors' Plan seems to contemplate the Debtors continuing in a post-petition form for many months and perhaps longer than that.

You have received this letter and the enclosed materials because you are entitled to vote on TH Holdco's Plan. The Disclosure Statement Order: (a) authorizes TH Holdco to solicit acceptances for the Plan; (b) approves the Disclosure Statement relating to the Plan as containing "adequate information" pursuant to § 1125 of the Bankruptcy Code; (c) approves the solicitation materials and documents to be included in the solicitation packages (the "Solicitation Package"); and (d) approves procedures for soliciting, receiving, and tabulating votes on the Plan, and for filing objections to the Plan.

**You are receiving this letter because you are entitled to vote on the Plan. Therefore, you should read this letter carefully and discuss with your attorney. If you do not have an attorney, you may wish to consult with one.**

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

- a. a copy of the Solicitation and Voting Procedures;
- b. a Ballot, together with detailed voting instructions and a pre-addressed, postage pre-paid return envelope;
- c. the Cover Letter;
- d. the Disclosure Statement (and exhibits thereto, including the Plan);

- e. the Order (without exhibits, except the Solicitation and Voting Procedures);
- f. the Confirmation Hearing Notice; and
- g. such other materials as the Court may direct.

The Court has approved the solicitation of votes to accept the Plan. TH Holdco believes that the acceptance of the Plan is in the best interests of the Debtors' Estates, holders of Claims and Interests, and all other parties in interest. Moreover, TH Holdco believes that any alternative other than the confirmation of the Plan could result in extensive delays, increased administrative expenses, and a greater number of unsecured creditors, which, in turn, likely would result in smaller distributions (or no distributions) on account of Claims asserted in these Chapter 11 Cases.

**TH Holdco strongly urges you to properly and timely  
submit your Ballot casting a vote to accept the Plan in accordance with the  
instructions in your Ballot. The Voting Deadline is  
May 11, 2022, at 4:00 p.m., prevailing Eastern Time.**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact TH Holdco's attorneys at (212) 768-6808 or email [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

Sincerely,

TH HOLDCO

By: \_\_\_\_\_  
Authorized Signatory



**Exhibit 7**

**Confirmation Hearing Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
E-mail: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
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Suite 5900  
Chicago, IL 60606  
Telephone: (312) 876-8000  
Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF ENTRY OF ORDER GRANTING TH HOLDCO LLC'S MOTION TO  
APPROVE (I) THE ADEQUACY OF INFORMATION IN THE DISCLOSURE  
STATEMENT, (II) SOLICITATION AND NOTICE PROCEDURES, (III) FORMS OF  
BALLOTS, AND (IV) CERTAIN DATES WITH RESPECT THERETO**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the "Disclosure Statement Order"), the United States Bankruptcy Court for the Southern

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider confirmation of the Plan (the “Confirmation Hearing Date”) will commence on May 11, 2022, at 10:00 a.m., prevailing Eastern Time before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601.**<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the Confirmation Hearing Date may be continued from time to time by the Court or TH Holdco without further notice other than by adjournments being announced in open court or through a filing of a notice of adjournment on the Court’s docket.

**PLEASE TAKE FURTHER NOTICE THAT** the Plan may be modified, if necessary, pursuant to § 1127 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)<sup>4</sup> before, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

**PLEASE TAKE FURTHER NOTICE THAT** not later than fifteen (15) days prior to the Confirmation Hearing Date (the “Plan Supplemental Filing Deadline”), TH Holdco will file the compilation of documents and information (the “Plan Supplement”), if any, required to be disclosed in accordance with § 1129(a)(5); *provided that*, through the Effective Date of the Plan, TH Holdco shall have the right to amend any schedules, exhibits, and the other documents contained in, and exhibits to, the Plan Supplement.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is May 11, 2022, at 4:00 p.m., prevailing Eastern Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing must (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Subject to further notice, the Confirmation Hearing will be held remotely, by Zoom and, for those without access to Zoom, telephonically. Sign-in instructions may be found on the Court’s website or by contacting the White Plains Division’s Clerks Office.

<sup>4</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

that would resolve such objection, and (v) be filed with the Court electronically and served upon the following parties **so as to be actually received on or before the Plan Objection Deadline:**

(f) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(g) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com);[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com);[robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(h) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(i) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(j) anyone else requesting notice in these Chapter 11 Cases.

**PLEASE TAKE FURTHER NOTICE THAT** holders of Claims entitled to vote on the Plan will receive (i) copies of the Disclosure Statement Order, the Disclosure Statement, the Plan, and certain exhibits thereto, (ii) this Notice, (iii) a copy of the Solicitation and Voting Procedures, and (iv) a Ballot. Failure to follow the instructions set forth on the Ballot may disqualify that Ballot and the vote represented thereby.

**PLEASE TAKE FURTHER NOTICE THAT** the date for determining which holders of Claims are entitled to vote on the Plan is April 7, 2022 (the “Voting Record Date”).

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for voting on the Plan is on **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by TH Holdco (through its counsel as indicated in the Ballot) on or before the Voting Deadline.

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco’s attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE THAT** (a) holders, as of the Voting Record Date, of unimpaired Claims in Class 1 (85 Flatbush RHO Hotel Other Priority Claims) and Class 2 (85 Flatbush RHO Residential Other Priority Claims), which are conclusively presumed to accept the

Plan; (b) holders, as of the Voting Record Date, of Interests, as applicable, in Class 14 (85 Flatbush Mezz Existing Equity Interests), which are deemed to reject the Plan; and (c) holders, as of the Voting Record Date of Disputed Claims, as applicable, will each receive a Non-Voting Status Notice rather than a Ballot. If you have not received a Ballot (or you have received a Ballot in an amount you believe to be incorrect) but believe that you should be entitled to vote on the Plan (or vote in an amount different than the amount listed on your Ballot), then you must serve on the Debtors and TH Holdco and file with the Court a motion for an order pursuant to Bankruptcy Rule 3018(a) (each, a “Rule 3018(a) Motion”) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan. Not later than 3 business days prior to the Voting Deadline, the holder of a Disputed Claim must *resolve* (each, a “Resolution Event”) any pending objection or request for estimation to the claim or interest in order to be eligible to vote. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court for voting purposes ***after notice and a hearing***. Rule 3018(a) Motions that are not timely filed, served, and resolved in the manner as set forth above may not be considered.

**PLEASE TAKE FURTHER NOTICE THAT** the following parties will receive a copy of this Confirmation Hearing Notice but will not receive a Solicitation Package, Ballot, copy of the Disclosure Statement, Plan, or any other similar materials or notices: (a) holders of Claims that have not been classified in the Plan pursuant to § 1123(a)(1) of the Bankruptcy Code other than the Administrative Claims; and (b) all other parties included in the Debtor’s creditor matrix or the Schedules that do not fall within any of the categories described in the Disclosure Statement Order.

Dated: April \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit 8**

**Plan Supplement Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
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25<sup>th</sup> Floor  
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[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
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Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
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*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF FILING OF PLAN SUPPLEMENT**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended,

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** as contemplated by the Plan and the Disclosure Statement Order approving the Disclosure Statement, TH Holdco filed the Plan Supplement with the Court on \_\_\_\_\_, 2022 (not later than fifteen (15) days prior to the Confirmation Hearing Date). [Docket No. \_\_\_\_]. The Plan Supplement will include the following materials in connection with confirmation (each as defined in the Plan): (a) the Assumed Executory Contract and Unexpired Lease List (the “Assumption Schedule”), if any; (b) the Rejected Executory Contract and Unexpired Lease List (the “Rejection Schedule”), if any; and (c) such other documents or modified documents or exhibits that will not be included in the Solicitation Package.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing Date”) will commence on **May 11, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court’s chambers, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on May 11, 2022**. **Any objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com); [charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com); [robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.



(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

Dated: May \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/\_\_\_\_\_  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit 9**

**Assumption Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
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*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE OF (A) EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE  
ASSUMED BY THE DEBTORS PURSUANT TO THE PLAN, (B) CURE OBLIGATIONS,  
IF ANY, AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11*

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

*Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** TH Holdco filed the Assumed Executory Contract and Unexpired Lease List (the “Assumption Schedule”) with the Court as part of the Plan Supplement on \_\_\_\_\_, 2022, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of \_\_\_\_\_, 2022, and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **May, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** you are receiving this notice because the Debtors’ records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to carefully review the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

**PLEASE TAKE FURTHER NOTICE** that TH Holdco is proposing on behalf of the Debtors for the Debtors to assume the Executory Contract(s) and Unexpired Lease(s) listed on **Exhibit A**, attached hereto, to which you are a party.<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** § 365(b)(1) of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)<sup>4</sup> requires a Chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults (*i.e.*, Cure Obligations) under executory contracts and unexpired leases at the time of assumption. The monetary amounts

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor’s schedule of assets and liabilities, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Debtor has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date; and (b) contest any Claim (or Cure Obligation) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

<sup>4</sup> Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), are listed in the table attached hereto as **Exhibit A**. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, TH Holdco believes that there is no cure amount outstanding for such contract or lease.

**PLEASE TAKE FURTHER NOTICE THAT** absent any pending dispute, the monetary amounts required to cure any existing Cure Obligations arising under the Executory Contract(s) and Unexpired Lease(s) identified in the table attached hereto as **Exhibit A** will be satisfied, pursuant to § 365(b)(1), in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. Any objection by a contract or lease counterparty to a proposed assumption or related Cure Obligation must be filed, served, and actually received by the Debtors and TH Holdco **not later than ten (10) days after service of this notice** (the “Cure Obligation Objection Deadline”). Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Obligation will be deemed to have assented to such assumption or Cure Obligation and waived any objections to such assumption and assignment. Any objection to a proposed assumption or Cure Obligation will be scheduled by TH Holdco or the counterparty; provided, however, TH Holdco or any assignee, as applicable, may settle any dispute regarding a proposed assumption or Cure Obligation without further notice to or action, order, or approval of the Court. If an objection to the proposed assumption or related Cure Obligation is ultimately sustained by the Court, TH Holdco or the Purchaser may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it. TH Holdco may settle any dispute regarding the amount of any Cure Obligation with the relevant counterparty without any further notice to any party or any action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”).

**PLEASE TAKE FURTHER NOTICE THAT** any objection to the Plan or the proposed Cure Obligation **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of such party’s Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan or Cure Obligation and, if practicable, a proposed modification to the Plan or proposed Cure Obligation that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court’s chambers, in each case so as to be actually received by the Plan Objection Deadline or the Cure Obligation Objection Deadline, respectively. **Any such objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com); [charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com); [robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related Cure Obligation or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT** any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption or Cure Obligation will be deemed to have assented to such assumption and Cure Obligation.

**PLEASE TAKE FURTHER NOTICE THAT** assumption of any Executory Contract or Unexpired Lease pursuant to the Plan, or otherwise, shall result in the full release and satisfaction of any Claims or defaults, subject to satisfaction of the Cure Obligations, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any assumed Executory Contract or Unexpired Lease at any time before the Effective Date such Executory Contract or Unexpired Lease is assumed or assumed and assigned. Any prepetition default amount set forth in the Schedules and/or any Proofs of Claim filed with respect to an Executory Contract or Unexpired Lease that has been assumed and assigned shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Court or any other Entity.

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.**

Dated: May \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit A**

**Executory Contract(s) and Unexpired Lease(s) to be Assumed<sup>1</sup>**

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<sup>1</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor's schedule of assets and liabilities, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Debtor(s) or TH Holdco has any liability thereunder, or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.



**Exhibit 10**

**Rejection Notice**

Lauren Macksoud  
Charles E. Dorkey, III  
Sarah M. Schrag  
**DENTONS US LLP**  
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25<sup>th</sup> Floor  
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[charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

Robert Richards (admitted *pro hac vice*)  
**DENTONS US LLP**  
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Suite 5900  
Chicago, IL 60606  
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Facsimile: (312) 876-7934  
Email: [robert.richards@dentons.com](mailto:robert.richards@dentons.com)

*Counsel to TH Holdco LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re  
85 FLATBUSH RHO MEZZ LLC, et al.,<sup>1</sup>  
  
Debtors

Case No. 20-23280 (RDD)  
Chapter 11

(Jointly Administered)

**NOTICE REGARDING EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO  
BE REJECTED PURSUANT TO THE PLAN**

**PLEASE TAKE NOTICE THAT** by the order entered on April \_\_, 2022 [Docket No. \_\_] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Disclosure Statement Relating to the Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush*

<sup>1</sup> The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

*RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 152] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 151] (as may be amended, supplemented, or modified from time to time, the “Plan”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** TH Holdco filed the Rejected Executory Contract and Unexpired Lease List (the “Rejection Schedule”) with the Court as part of the Plan Supplement on May \_\_\_\_, 2022, as contemplated under the Plan. A copy of the Rejection Schedule is attached hereto as **Exhibit A**. The determination to reject the agreements identified on the Rejection Schedule was made as of \_\_\_\_, 2022 and is subject to revision.

**PLEASE TAKE FURTHER NOTICE THAT you are receiving this Notice because the Debtors’ records reflect that you are a party to an Executory Contract or Unexpired Lease that will be rejected pursuant to the Plan. Therefore, you are advised to carefully review the information contained in this Notice and the related provisions of the Plan.**<sup>3</sup>

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **May \_\_\_\_, 2022, at 10:00 a.m., prevailing Eastern Time**, before the Honorable Robert D. Drain, in the United States Bankruptcy Court for the Southern District of New York, located at 300 Quarropas Street, White Plains, New York 10601-4140.

**PLEASE TAKE FURTHER NOTICE THAT** all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Court within **14 days** after the Effective Date of the Plan or the effective date of rejection, whichever is earlier. A proof of claim form is attached hereto as **Exhibit B**. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not filed within such time will be automatically disallowed, forever barred from assertion, and shall not be enforceable against the Debtors, their Estates, or their property, TH Holdco or Purchaser without the need for any objection or further notice to, or action, order, or approval of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Plan is **May 11, 2022, at 4:00 p.m., prevailing Eastern Time** (the “Plan Objection Deadline”). Any objection to the Plan **must**: (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) state the name and address of the objecting party and the amount and nature of

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

<sup>3</sup> Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors or TH Holdco that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Debtor, TH Holdco or Purchaser has any liability thereunder. Further, TH Holdco expressly reserves the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

such party's Claim or Interest, (iv) state with particularity the basis and nature of any objection(s) to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection, and (v) be filed, together with proof of service, with the Court electronically and served on the parties listed in the Confirmation Hearing Notice, with a copy to the Court's chambers, in each case so as to be actually received on or before **4:00 p.m. (prevailing Eastern Time) on May 11, 2022. Any objection shall be filed with the Court electronically and served upon the following parties:**

(a) the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov);

(b) counsel to TH Holdco LLC, Dentons US LLP, 1221 Avenue of the Americas, 25th Floor, New York, New York 10020, Attn: Lauren M. Macksoud ([lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com); [charles.dorkey@dentons.com](mailto:charles.dorkey@dentons.com); [robert.richards@dentons.com](mailto:robert.richards@dentons.com); [sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com));

(c) counsel to the Debtors, Robinson Brog Leinwand Greene Genovese & Gluck P.C., 875 Third Avenue, 9th Floor, New York, NY 10022, Attn: Fred B. Ringel ([fbr@robinsonbrog.com](mailto:fbr@robinsonbrog.com); [ls@robinsonbrog.com](mailto:ls@robinsonbrog.com));

(d) the Office of the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Andrea Beth Schwartz ([andrea.b.schwartz@usdoj.gov](mailto:andrea.b.schwartz@usdoj.gov)); and

(e) anyone else requesting notice in these Chapter 11 Cases.

**PLEASE TAKE FURTHER NOTICE THAT** any objections to the Plan in connection with the rejection of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related rejection damages proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

**PLEASE TAKE FURTHER NOTICE THAT** additional copies of the Plan, Disclosure Statement, or any other solicitation materials (except for Ballots) are available free of charge by contacting TH Holdco's attorneys at (212) 768-6808 or by emailing [85FlatbushRHOballots@dentons.com](mailto:85FlatbushRHOballots@dentons.com). You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

**This Notice is being sent to you for informational purposes only. If you have questions with respect to your rights under the Plan or about anything stated herein or if you would like to obtain additional information, contact TH Holdco's counsel.**

Dated: May \_\_, 2022  
New York, New York

**DENTONS US LLP**

/s/  
Lauren M. Macksoud  
1221 Avenue of the Americas  
25<sup>th</sup> Floor  
New York, New York 10020  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800

*Counsel to TH Holdco LLC*

**Exhibit A**

**Rejection Schedule**

**Exhibit B**

**Proof of Claim Form**

### **CERTIFICATE OF SERVICE**

I hereby certify that on February 24, 2022, a true and correct copy of the foregoing *Notice of TH Holdco LLC's Motion to Approve the (I) Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots, and (IV) Certain Dates with Respect Thereto* and *TH Holdco LLC's Motion to Approve the (I) Adequacy of Information in the Disclosure Statement, (II) Solicitation and Notice Procedures, (III) Forms of Ballots, and (IV) Certain Dates with Respect Thereto* were caused to be served via the Court's CM/ECF system on all parties authorized to receive electronic notice in these cases and by first class U.S. Mail on the parties listed in the attached service list.

/s/ Lauren M. Macksoud  
Lauren M. Macksoud